

**PART 101 AUTHORIZATIONS TO BE TRANSFERRED
(MISC.)**

The licensees and their Part 101 authorizations included on this application are identified below:

GTE Government Systems Corporation

Call Signs:

WJL21

WJL22

WLV449

GTE Telecom Incorporated

Call Signs:

WBA718

WBA784

WBA786

WHE512

WHE513

A certified copy of the Articles of Incorporation for each corporate licensee listed above is attached in a separate volume, Volume III.

APPLICANT OWNERSHIP

No stockholder owns 10 percent or more of Bell Atlantic Corporation stock.

LANDLINE AFFILIATION

Transferee is the parent corporation of companies that provide public landline message telephone service.

PENDING PROCEEDINGS

Response to Item 20:

New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut) Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina) Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina) Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

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In Re Vermont RSA Limited Partnership (Vermont Environmental Board) While the following case is not reportable under the question, it is being disclosed for information

purposes. In July 1998, the Board granted a petition by the town of Sharon, Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Cellco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

CURRENT AND FORMER RADIO STATION INTERESTS

For the current radio station authorizations in which Bell Atlantic Corporation has an interest, see its Form 430, included in this application package as Exhibit D.

Bell Atlantic Corporation has held direct and indirect interests in other radio station authorizations that have been transferred or assigned in the normal course of business.

TRANSFeree STOCK

As part of the contemplated merger, shares of stock of Bell Atlantic Corporation will be exchanged for GTE Corporation shares held by its stockholders. In addition, Bell Atlantic Corporation is a publicly traded corporation, and its shares will continue to be sold in the public stock market subsequent to the merger.

RESPONSE TO ITEM 27.B, FORM 704

Bell Atlantic Corporation has relied upon the representations and warranties of GTE Corporation and its affiliates ("GTE") and upon its independent review of the Commission's databases and documents on file with the Commission with respect to the compliance by GTE with its current authorizations and the Commission's rules. Bell Atlantic Corporation and GTE will undertake a review of GTE's authorizations and facilities and will make appropriate changes as required.

PUBLIC INTEREST STATEMENT

The public interest statement for the proposed merger is included as Exhibit A to the cover application.

**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**
Electronic Fee Audit Code
167552282741729
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

Private Microwave

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 135.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (Include area code)

202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1

1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10036

(17) DAYTIME TELEPHONE NUMBER (Include area code)

212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNEU452, et al.

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

3

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 135.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER IDENTIFICATION

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 2 3 2 2 5 9 8 8 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, (PRINT NAME) Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

MONTH YEAR

DATE

FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSIONApproved by OMB
3060-0747
Expires 12/31/99
Est. Avg. Burden Hours
Per Response: 7 hrs.FCC Use Only
(File Number)**Application for Authorization in the Microwave Services**

Parts 74 and 101

FEE Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FEE Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| PATM | 3 | 45.00 | \$ 135.00 | |

APPLICANT

| | | | |
|--|--|--|---------------------------|
| 1. Legal Name of Applicant GTE California Incorporated | | 2. Voice Telephone Number 972-718-1058 | |
| 3. Assumed Name Used for Doing Business (if any) | | 4. Fax Telephone Number 972-718-1236 | |
| 5. Mailing Address, Street or P.O. Box MC: HOB07A12, P.O. Box 152210 ATTENTION: Debra Kaczkowski | | | |
| 6. City Irving | | 7. State TX | 8. Zip Code 75015-2210 |
| 9. E-mail or Internet Address debra.kaczkowski@telops.gte.com | | 10. Taxpayer Identification Number 95 0510200 | |
| 11. Name of Contact Representative (if other than applicant) Suzanne Carmel | | 12. Voice Telephone Number 202-463-5295 | |
| 13. Contact Representative Firm or Company Name GTE Service Corporation | | 14. Fax Telephone Number 202-463-5239 | |
| 15. Mailing Address, Street or P.O. Box 1850 M Street, NW, Suite 1200 | | | |
| 16. City Washington | | 17. State DC | 18. Zip Code 20036 |

CLASSIFICATION OF FILING

| | | |
|---|---------------------------------------|------------------------------|
| 19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity | | |
| 20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No | | |
| 21. If this filing is an Amendment to a pending application: N/A File number of Pending application: Receipt Date: | 22. Eligibility Rule Section 90.81 | 23. Service Type Code OFS |
| 24. Does this filing propose a waiver or exception to the Commission's Rules? *If "yes", attach exhibit explaining circumstances. (N) Yes No | | |
| 25. Does this filing pose potential interference to Geostationary Satellite Operation? *If "yes", attach exhibit explaining circumstances. (N) Yes No | | |
| 26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) Yes No | | |
| 27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: WNEU452 WNEU453 WNEU454 | | |

ADMINISTRATIVE INFORMATION

| | | | | | | | | | | | | | | | | | | | | | |
|--|--|------------------------------|--|-------------------------|--|------------------------|---|---|---|----------|--|----------|--|----------|---|----------|---|----------|--|----------|--|
| 28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing. | <table border="0"><tr><td><u>A</u></td><td>request an initial authorization for a new station (all)</td></tr><tr><td><u>B</u></td><td>request authorization for modification of an existing licensed station (all)</td></tr><tr><td><u>C</u></td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr><tr><td><u>D</u></td><td>request authorization to renew an existing licensed station (all)</td></tr><tr><td><u>E</u></td><td>request authorization to reinstate an expired licensed station (all)</td></tr><tr><td><u>F</u></td><td>request a full assignment of a radio station authorization (Private)</td></tr><tr><td><u>G</u></td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr><tr><td><u>H</u></td><td>request authorization for transfer of control (Private)</td></tr><tr><td><u>I</u></td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr><tr><td><u>J</u></td><td>request amendment to a pending application (all)</td></tr></table> | <u>A</u> | request an initial authorization for a new station (all) | <u>B</u> | request authorization for modification of an existing licensed station (all) | <u>C</u> | request authorization for a minor modification (Private and Common Carrier) | <u>D</u> | request authorization to renew an existing licensed station (all) | <u>E</u> | request authorization to reinstate an expired licensed station (all) | <u>F</u> | request a full assignment of a radio station authorization (Private) | <u>G</u> | request authorization of a developmental station (Private and Common Carrier) | <u>H</u> | request authorization for transfer of control (Private) | <u>I</u> | request authorization to convert from Private to Common Carrier (Common Carrier) | <u>J</u> | request amendment to a pending application (all) |
| <u>A</u> | request an initial authorization for a new station (all) | | | | | | | | | | | | | | | | | | | | |
| <u>B</u> | request authorization for modification of an existing licensed station (all) | | | | | | | | | | | | | | | | | | | | |
| <u>C</u> | request authorization for a minor modification (Private and Common Carrier) | | | | | | | | | | | | | | | | | | | | |
| <u>D</u> | request authorization to renew an existing licensed station (all) | | | | | | | | | | | | | | | | | | | | |
| <u>E</u> | request authorization to reinstate an expired licensed station (all) | | | | | | | | | | | | | | | | | | | | |
| <u>F</u> | request a full assignment of a radio station authorization (Private) | | | | | | | | | | | | | | | | | | | | |
| <u>G</u> | request authorization of a developmental station (Private and Common Carrier) | | | | | | | | | | | | | | | | | | | | |
| <u>H</u> | request authorization for transfer of control (Private) | | | | | | | | | | | | | | | | | | | | |
| <u>I</u> | request authorization to convert from Private to Common Carrier (Common Carrier) | | | | | | | | | | | | | | | | | | | | |
| <u>J</u> | request amendment to a pending application (all) | | | | | | | | | | | | | | | | | | | | |
| 29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. N/A | | | | | | | | | | | | | | | | | | | | | |
| 30. Number of associated applications filed as a system. N/A | 31. FCC File Numbers of associated applications filed as a system, if known N/A | | | | | | | | | | | | | | | | | | | | |
| 32. Type of MAS Operation N/A () | <table border="0"><tr><td><u>Two-way master-remote</u></td><td><u>Mobile meter reader</u></td></tr><tr><td><u>One-way outbound</u></td><td><u>Subfrequency operation</u></td></tr><tr><td><u>One-way Inbound</u></td><td><u>Multiple master operation</u></td></tr></table> | <u>Two-way master-remote</u> | <u>Mobile meter reader</u> | <u>One-way outbound</u> | <u>Subfrequency operation</u> | <u>One-way Inbound</u> | <u>Multiple master operation</u> | 33. Requested Authorization Expiration Date No change Month Day | | | | | | | | | | | | | |
| <u>Two-way master-remote</u> | <u>Mobile meter reader</u> | | | | | | | | | | | | | | | | | | | | |
| <u>One-way outbound</u> | <u>Subfrequency operation</u> | | | | | | | | | | | | | | | | | | | | |
| <u>One-way Inbound</u> | <u>Multiple master operation</u> | | | | | | | | | | | | | | | | | | | | |

POINT OF CONTACT FOR TECHNICAL OPERATIONS

| | | |
|---|-----------------|--|
| 34. Mailing address street or geographical description MC: HQB07A12, P.O. Box 152210 | | 35. Voice Telephone Number 972-718-1058 |
| 36. City Irving | 37. State TX | 38. Zip code 75015-2210 |

BROADCAST AUXILIARY APPLICANTS N/A

| | |
|---|--|
| 39. Name of Broadcast Auxiliary frequency coordinator | 40. Voice Telephone Number |
| 41. Call Sign of associated Broadcast Station, if any | 42. Radio Service Code of associated Broadcast Station |

TRANSFER OF CONTROL APPLICANTS

| | | |
|---|-----------------|-----------------------|
| 43. Is this a pro forma Transfer of Control? (N) Yes No | | |
| 44. Is each station named in item 27 of this filing constructed and operational? (Y) Yes No | | |
| 45. Name of Transferee Bell Atlantic Corporation | | |
| 46. Transferee's Mailing Address, Street 1095 Avenue of the Americas | | |
| 47. City New York | 48. State NY | 49. Zip code 10036 |

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

* If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?*

(N) Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?*

(N) Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?*

(N) Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

(N) Yes No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

*If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?*

(N) Yes No

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?*

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?*

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? See Exhibit 1

(Y) Yes No

60. Is this a Common Carrier corporation? See Exhibit D to cover application

If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.

(Y) Yes No

* If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

61. Typed Name of Person Signing

James R. Young

62. Title

Exec. V.P. & Gen. Counsel

63. Signature



64. Date

10/1/98

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

PENDING PROCEEDINGS**Response to Item 59:**

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a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Cellco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

Federal Communications Commission
1919 M Street, NW
Washington, DC 20554

Re: Transfer of Control of GTE California Incorporated; Call Signs
WNEU452, WNEU452, and WNEU454, Private Operational Fixed
Microwave Service

To the Commission:

On behalf of GTE Corporation ("GTE"), this letter is being submitted with FCC Form 415 to advise the Commission of GTE's desire to transfer control of GTE California Incorporated, licensee of the above-referenced facilities, to Bell Atlantic Corporation.

By: W.P. Barr
William P. Barr
Executive Vice President
and General Counsel
GTE Corporation

Date: 9/30/98



**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**

Electronic Fee Audit Code
167552282731248
(1) LOCKBOX # 358115

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

PAGE NO. 1 OF 1

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY

International 214

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 780.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (Include area code)

202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1

1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10036

(17) DAYTIME TELEPHONE NUMBER (Include area code)

212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

See Exhibit 1

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 2 3 2 2 5 9 8 8 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)
are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

Application of Bell Atlantic Corporation
and GTE Corporation for Transfer of
Control of International Section 214
Authorizations and Cable Landing
Licenses

File No. _____

**APPLICATION FOR TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATIONS
AND CABLE LANDING LICENSES**

Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE")
(collectively the "Applicants"), pursuant to Section 214 of the Communications Act of
1934, as amended, and Section 63.18(e)(5) of the Commission's Rules, 47 C.F.R.
§ 63.18(e)(5), hereby request Commission authority for the transfer of control of the
international Section 214 authorizations held by GTE subsidiaries¹ to Bell Atlantic. GTE
subsidiaries currently have Section 214 authority to provide international switched and

¹ GTE subsidiaries currently authorized to provide international services are GTE
Hawaiian Tel International Incorporated ("HTI"), GTE Pacifica Incorporated, GTE
Communications Corporation ("GTECC"), GTE Telecom Incorporated, GTE Wireless
Incorporated, GTE Airfone Incorporated, GTE Railfone Incorporated, GTE Hawaiian
Telephone Company Incorporated ("Hawtel"), GTE Telecommunication Services
Incorporated, and The Micronesian Telecommunications Corporation ("MTC").

private-line services as facilities-based and resale carriers, and to construct and operate submarine cables, as listed in Exhibit 1.²

In addition, Bell Atlantic and GTE, pursuant to the provisions of "An Act Relating to the Landing and Operation of Submarine Cables in the United States," 47 U.S.C. §§ 34-39 (the "Cable Landing License Act"), Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, and condition (4) of the cable landing licenses listed in Exhibit 1, request approval for the transfer of the cable landing licenses held by GTE subsidiaries³ to Bell Atlantic.⁴ GTE subsidiaries currently hold the licenses to land and operate cables listed in Exhibit 1.

I. TRANSACTION AND PUBLIC INTEREST

As set forth in Exhibit A of this consolidated filing, Applicants will realize significant economic and marketing efficiencies by establishing GTE as a wholly-owned subsidiary of Bell Atlantic and, accordingly, have executed an Agreement and Plan of Merger ("Agreement"). For a description of the transaction, see the cover application.

In addition, a demonstration that these transfers are in the public interest is contained in Exhibit A.

² Bell Atlantic and GTE also request approval for the transfer to Bell Atlantic of GTE subsidiaries' pending applications for Section 214 authority, as listed in Exhibit 1.

³ GTE subsidiaries currently holding cable landing licenses are Hawtel, GTE Pacifica Incorporated, and GTECC.

⁴ Bell Atlantic and GTE also request approval for the transfer to Bell Atlantic of GTE subsidiaries' pending applications for submarine cable landing licenses, as listed in Exhibit 1.

This Application is entitled to streamlined treatment under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. As discussed in Part II, subsection k, *infra*, the Commission has already determined that Bell Atlantic's affiliated carrier, Iusacell S.A. de C.V. ("Iusacell") lacks sufficient market power in Mexico to affect competition adversely in the U.S. market.⁵ In addition, Gibraltar NYNEX Communications Ltd. ("Gibraltar NYNEX"), Bell Atlantic's affiliate in Gibraltar, handles only domestic and Gibraltar-Spain traffic, not U.S.-Gibraltar traffic and, thus, effectively lacks sufficient market power to affect competition adversely in the United States. Moreover, the FCC has decided previously to forbear from imposing dominant regulation on a U.S. carrier affiliated with a Gibraltar carrier because the amount of traffic on this route is *de minimis*.

II. SECTION 63.18 REQUIREMENTS

The following information is submitted in accordance with Section 63.18(e)(5) of the Commission's Rules, 47 C.F.R. § 63.18(e)(5).

a. Names, Addresses and Telephone Numbers

Transferor: GTE Corporation
1255 Corporate Drive
P.O. Box 152257
Irving, TX 75015
(972) 507-5000

⁵ Bell Atlantic and Iusacell are no longer affiliated with Iusatel Chile. S.A. de C.V. ("Iusatel"). Iusacell's and Bell Atlantic's interest in Iusatel was sold to a third party.

Transferee: Bell Atlantic Corporation
1095 Avenue of the Americas
New York, NY 10036
(212) 395-2121

b. Corporate Organization

Transferor: GTE is incorporated in the state of Delaware.

Transferee: Bell Atlantic is incorporated in the state of Delaware.

c. Contacts

Transferor: Suzanne Carmel
GTE Corporation
c/o GTE Service Corporation
1850 M Street, N.W., Suite 1200
Washington, DC 20036
(202) 463-5295

Copy to: R. Michael Senkowski
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006
(202) 429-7000

Transferee: Don Brittingham
Bell Atlantic Corporation
1300 I Street, N.W.
400 W
Washington, DC 20005
(202) 336-7873

d. Description of Section 214 Authorizations

Transferor: GTE subsidiaries currently hold Section 214 authority to provide switched and private-line services as facilities-based and resale carriers between points in the United States and foreign points, and to construct and operate submarine cables, as listed in Exhibit 1.

Transferee: Bell Atlantic through its subsidiaries holds Section 214 authority to provide switched and private-line services as facilities-based and resale carriers between points in the United States and foreign points.

e. Transfer of Control

(e)(5) This application seeks Commission approval for the transfer of control from GTE to Bell Atlantic of the international Section 214 authorizations and cable landing licenses currently held by GTE subsidiaries, as listed in Exhibit 1.

f. Not applicable.

g. Not applicable.

h. Affiliations with Foreign Carriers

(h)(1) Bell Atlantic certifies that it is not a foreign carrier, but that it is affiliated with foreign carriers as the term "affiliation" is defined in Section 63.18(h)(1)(i) of the Commission's Rules, 47 C.F.R. § 63.18(h)(1)(i). Bell Atlantic has affiliations with two foreign carriers: Gibraltar NYNEX and lusacell.

Bell Atlantic owns 50 percent of Gibraltar NYNEX. Gibraltar NYNEX is the only carrier authorized to provide domestic wireline telecommunications in Gibraltar and international telecommunications services between Gibraltar and Spain.⁶ Gibraltar NYNEX is not

⁶ Through a subsidiary, Gibraltar NYNEX also provides Internet access service.

authorized to provide international public-switched voice telecommunications services between Gibraltar and points outside of Gibraltar and Spain. Gibraltar NYNEX hands off international public-switched voice traffic to Gibraltar Telecommunications International Ltd. ('GibTel'), a joint venture between the Government of Gibraltar and British Telecommunications PLC. GibTel, and not Gibraltar NYNEX, enters into arrangements with U.S. international carriers for the transmission of traffic between the United States and Gibraltar.

As of October 2, 1998, Bell Atlantic also indirectly owns approximately 47 percent of Iusacell. Iusacell, through its subsidiaries, provides domestic cellular telecommunications and international telecommunications services in Mexico. Iusacell itself owns no international facilities and holds a small share of the international switched services resale market in Mexico. Its domestic cellular facilities and international services are offered in competition with the existing facilities and services of other providers in Mexico.

(h)(2) No single shareholder of Bell Atlantic holds 10 percent or more of the company's stock.

(h)(3) Bell Atlantic certifies that it does not have an affiliation with any U.S. carrier(s) whose facilities-based services it proposes to resell, other than the services of GTE subsidiaries after the merger is completed.

(h)(5), (h)(6) Bell Atlantic proposes to acquire control of GTE. GTE subsidiaries are authorized to provide facilities-based services and to resell the